

19th December 2018

REF: 181219-01

To,

The Bombay Stock Exchange

Corporate Communication Department,

Dalal Street, Fort,

Mumbai-400001



SUB: Disclosure pertaining to 37th Annual General Meeting of the Company, inter-alia, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

REF: Scrip Code: 503641 CIN: L45209MH1981PLC023923

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the summary of proceedings of the 37th Annual General Meeting of the Company held on 19th December 2018, at 3:00 P.M. at 404, Dev Plaza, 68, S. V. Road, Andheri (W), Mumbai – 400058.

Kindly take the same on record.

Thanking You,

Sincerely,

For Zodiac Ventures Limited

A handwritten signature in black ink, appearing to read "Avinash Agarwal".

Avinash Agarwal
Company Secretary



PROCEEDINGS OF 37th ANNUAL GENERAL MEETING OF ZODIAC VENTURES LIMITED HELD AT 404, DEV PLAZA, 68, S.V. ROAD ON WEDNESDAY 19TH DECEMBER 2018 AT 3:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

1. The Meeting commenced at 3:00 P.M.
2. Mr. Ramesh Shah (DIN: 01580767), Chairman and Whole Time Director, chaired the proceedings of the Meeting.
3. The Chairman welcomed the Members present in the meeting and declared the Meeting in order as the requisite quorum was present.
4. The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March 2018.
5. The Chairman informed the members that the company had provided remote e-voting facility to its members for all the items of business as set out in the notice.
6. The Chairman informed that remote e-voting commenced at 9:00 A.M. on 16th December 2018 and concluded at 5:00 P.M. on 18th December 2018.

7. **Notice of Meeting**

The Chairman requested Mr. Jimit Shah to read the Notice convening the Meeting. However the Members requested the Chairman that the Notice be taken as read.

8. **Announcement of Proxies**

The Chairman announced that no proxy forms were received.

9. **Auditors' Report**

The Chairman then requested Mr. Avinash Agarwal, Company Secretary to read the Auditors' Report. However the Members mentioned that since there are no qualifications or adverse remarks in the Report, therefore it should be considered as read.



10. Thereafter, the following items of business as set out in the notice convening the 37th Annual General Meeting of the Company required to be passed were recommended for approval of the members of the company.

Ordinary Business

- i. Consideration and Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2018 and the Reports of the Board of Directors and Auditors thereon and
- ii. Consideration and Adoption of the Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2018 and the report of the Auditors and addendum to the Report of Board of Directors thereon.
- iii. Reappointment of Mrs. Sunita Shah (DIN: 03099290), who retires by rotation and being eligible, offers herself for re-appointment.
- iv. Declaration of dividend on the Equity shares of the Company for the Financial Year 2017-18.

Special Business

- v. Approval for Borrowing Power of the Company
- vi. Reappointment of Mr. Aakash Parikh (DIN: 02582311) as Independent Director of the Company for the second term of 5(five) consecutive years upto 31st March 2024.
- vii. Reappointment of Dr. Anil Ghagare (DIN: 03197982) as Independent Director of the Company for the second term of 5(five) consecutive years upto 31st March 2024.
- viii. Omnibus Approval for the Related Party Transactions to be entered by the Company with Zodiac Developers Private Limited.



11. All the aforesaid resolutions except item no. ii were passed by the members of the company with requisite majority.
12. The Agenda Item No. ii for adoption of Consolidated Financial Statements for the Financial Year 2017-18 was deferred to the adjourned Annual General Meeting sine die as the same were not available since Zodiac Developers Pvt. Ltd, its subsidiary company, has filed a petition before National Company Law Tribunal, Mumbai under section 131 of the Companies Act, 2013 for voluntary revision of its financial statements for the Financial Year 2016-17.
13. Thereafter the Chairman requested the scrutinizer Dr. S. K. Jain, Practicing Company Secretary, to conduct the voting through poll. Dr. S. K. Jain showed the empty ballot box and thereafter locked and sealed the ballot box in presence of the Shareholders. He also explained that those members who have cast their votes through remote e-voting should not vote through Poll. Thereafter ballot forms were circulated to the members present in the meeting and requested Shareholders to cast their votes by putting the ballot forms after exercising their votes in the ballot box. The Shareholders then exercised their votes. The Scrutinizer took the ballot box in his custody and possession.
13. The Meeting concluded at 4:00 P.M with vote of thanks proposed by the Chairman.

For Zodiac Ventures Limited



Avinash Agarwal
Company Secretary

